



Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BELLSOUTH INTELLECTUAL PROPERTY CORPORATION", CHANGING ITS NAME FROM "BELLSOUTH INTELLECTUAL PROPERTY CORPORATION" TO "AT&T INTELLECTUAL PROPERTY, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2007, AT 11:39 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2929720 8100

070487259



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5631074

DATE: 04-27-07



State of Delaware
Secretary of State
Division of Corporations
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STATE OF DELAWARE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of BellSouth Intellectual Property Corporation resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

1.

The name of the corporation is AT&T Intellectual Property, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 25th day of April, 2007 in Wilmington, Delaware.

By:

Michael L. Bishop, President